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Attorneys for Defendants

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

RONALD D. KASSOVER, *et al.* on behalf of
themselves and all others similarly situated,

Plaintiffs,

v.

UBS AG and UBS FINANCIAL SERVICES,
INC.,

Defendants.

Case No: 08-CV-02753 (LMM) (KNF)

**DECLARATION OF WILLIAM F.
SULLIVAN IN SUPPORT OF
DEFENDANTS' MOTION FOR
PROTECTIVE ORDER STAYING
DISCOVERY**

DECLARATION OF WILLIAM F. SULLIVAN

I, William F. Sullivan, hereby declare as follows:

1. I am an attorney at law, licensed to practice before the Courts of the State of California and admitted to appear and participate *pro hac vice* in the above-captioned action. I am a partner in the law firm of Paul, Hastings, Janofsky & Walker LLP, counsel of record for UBS AG and UBS Financial Services Inc. (collectively, the “Defendants”) in this action. I make this declaration in support of the Defendants’ Motion for Protective Order Staying Discovery. If called upon to do so, I could and would testify competently to the matters set forth herein.

2. Attached hereto as Exhibit 1 is a true and correct copy of Plaintiff’s First Request for Production of Documents from Defendants, dated May 27, 2008, and served via electronic mail.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief. This declaration is executed on June 27, 2008, at Los Angeles, California.

/s/
WILLIAM F. SULLIVAN

CERTIFICATE OF SERVICE

I, William F. Sullivan, do hereby certify that on June 27, 2008, a true and correct copy of the foregoing Declaration of William F. Sullivan in Support of Defendants' Motion for Protective Order Staying Discovery was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system or by mail to anyone unable to accept electronic filing as indicated on the notice of electronic filing. Parties may access this filing through the Court's CM/ECF System.

/s/

WILLIAM F. SULLIVAN

EXHIBIT 1

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
RONALD D. KASSOVER, CHRIS JONES :
STEPHEN M. MITTMAN, RONALD E. :
KLOKKE, JAN SCHNEIDER, MARJORIE :
ELLIOTT, RITA TUBIS and HELENA TUBIS :
on behalf of themselves and all others similarly :
situated, :

Plaintiff, :

v. :

UBS AG and UBS FINANCIAL SERVICES, INC., :

Defendants. :
-----X

No. 08-cv-02753 (LMM)

ECF CASE

**PLAINTIFF'S FIRST REQUEST FOR THE
PRODUCTION OF DOCUMENTS FROM DEFENDANTS**

C O U N S E L O R S :

PLEASE TAKE NOTICE that, pursuant to Rule 34 of the Federal Rules of Civil Procedure ("Federal Rules"), Plaintiff Ronald D. Kassover ("Plaintiff"), through his attorneys, request that defendants UBS AG and UBS Financial Services, Inc. ("UBS Financial") (collectively, the "Defendants") produce and permit them to inspect and copy the documents described below. The production should be made no later than June 26, 2008 in accordance with the Federal Rules at the offices of Schoengold Sporn Laitman & Lometti, P.C., 19 Fulton Street, Suite 406, New York, New York 10038. Plaintiffs reserve their right to clarify, amend, modify or supplement the document request as they obtain further information in discovery.

DEFINITIONS

1. "You" or "Your" means Defendants, their subsidiaries, divisions, subdivisions, joint ventures, affiliated persons, and predecessors, and all present and former directors, officers,

employees, representatives, agents and other persons acting on behalf of any of the foregoing.

2. "Auction-Rate Securities" means long-term municipal bonds that are subject to periodic auctions to reset their interest rate.

3. "Complaint" means the First Amended Class Action Complaint filed on or about May 27, 2008.

4. "Communication" or "communicate" mean the origination, exchange and/or transfer of all information (whether it be in writing, telephonic, oral and/or e-mail mode in the form of facts, ideas, inquiries, directives, policy guidelines, design changes, reports to any governmental authorities or otherwise). All communications created and/or kept in electronic form must be produced in their native electronic form as required by Fed. R. Civ. P. 34(b), including without limitation any form of digital communications, including without limitation, electronic mail, instant messaging, workgroup communications programs, discussion threads and internet and intranet blog sites.

5. "Concerning" means relating to, referring to, describing, discussing, evidencing or constituting.

6. "Document" shall have the broadest possible meaning pursuant to Fed. R. Civ. P. 34(a). Consistent with the above definition, the term document shall include, without limitation, any written, printed, typed, photostatic, photographed, recorded, computer-generated, computer-stored, or otherwise maintained or reproduced communication or representation, any data compilation in any form, whether comprised of letters, words, numbers, pictures, sounds, bytes, e-mails, electronic signals or impulses, electronic data, active files, deleted files, file fragments, or any combination thereof. All documents created and/or kept in electronic form must be produced in their native electronic form as required by Fed. R. Civ. P. 34(b).

7. "Person" is defined as any natural person or any business, legal or governmental entity or association.

8. "All" and "Each" shall be construed as all and each.

9. "And" and "Or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the document request all responses that might otherwise be construed to be outside of its scope.

10. The use of the singular shall be construed to including the plural and use of the plural shall be deemed to include the singular.

INSTRUCTIONS

1. In responding to these requests, you shall furnish all responsive documents and shall supplement your responses whenever necessary, in accordance with the requirements of Rule 26(e) of the Federal Rules of Civil Procedure.

2. Reference to an individual, partnership or corporation includes, in addition, any and all agents, employees, representatives, attorneys and all other persons or entities acting or purporting to act on his, her or its behalf or under his, her or its control.

3. Pursuant to Rule 26(b) of the Federal Rules of Civil Procedure and Local Civil Rule 33.1(c), where a claim of privilege is asserted in response to any document request, or subpart thereof, and a document is not provided on the basis of such assertion, for each document not provided, the party asserting the privilege shall state the following:

- a. the identity of the party asserting the privilege;
- b. the privilege that it is contended protects the document requested from disclosure;
- c. the date(s) the document was created, sent and/or received;

d. the name, the present or last known home and business addresses, the telephone numbers, the title (or position), and the occupation of those individuals who prepared, produced, or reproduced, or who were recipients of, said document and the relationship between said individuals;

e. a description of the document sufficient to identify it without revealing the information with respect to which the privilege is claimed, including the general subject matter of the document;

f. the location of the documents;

g. the custodian of the documents; and

h. each and every fact or basis upon which the respondent claim any such privilege.

4. In responding to these requests, you shall furnish all responsive documents in the form they were kept in the regular course of business, including that data kept in electronic or digital format should be produced in that format in accordance with Fed. R. Civ. P. 34(b).

TIME PERIOD

Unless otherwise specifically indicated, all requests herein refer to the period January 1, 2000 through the date of service of this Document Request (the "Period"), and shall include all documents which concern the Period in whole or in part, even though they were prepared, published, dated or received before or after the Period.

DOCUMENT REQUESTS

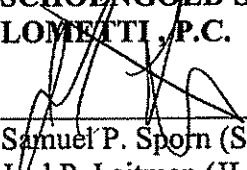
1. All documents already produced or to be produced to governmental agencies in connection with their investigation of Your role in recommending, selling, purchasing and/or marketing Auction-Rate Securities and Your participation in the Auction-Rate Securities

market, including without limitation, documents provided by You to:

- a. the United States Securities and Exchange Commission;
- b. the United States Federal Bureau of Investigation;
- c. the Financial Industry Regulatory Authority, otherwise known as "FINRA";
- d. the Attorney General of the State of New York; and
- e. the Commonwealth of Massachusetts.

DATED: New York, New York
May 27, 2008

**SCHOENGOLD SPORN LAITMAN &
LOMETTI, P.C.**



Samuel P. Sporn (SPS-4444)
Joel P. Laitman (JL-8177)
Frank R. Schirripa (FS-1960)
19 Fulton Street, Suite 406
New York, New York 10038
Telephone: (212) 964-0046
Facsimile (212) 267-8137

*Attorneys for Plaintiff and
Lead Counsel for the Proposed Class*

CERTIFICATE OF SERVICE

I, Frank R. Schirripa, Esq., one of the counsel for Plaintiffs in the above-referenced action, hereby certify that on May 27, 2008, I sent by electronic mail, facsimile and first-class mail a true and correct copy of Plaintiffs' First Request for the Production of Documents from Defendants to the following counsel listed below:

**PAUL, HASTINGS, JANOGSKY &
WALKER, LLP**

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*Attorneys for Defendants UBS AG and
UBS Financial Services, Inc.*



Frank R. Schirripa